FORM D SEPTRECEIVED AUG 1 2 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

. NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response.......... 16.00

SEC USE	ONLY
Prefix	Serial
DATE RE	CEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
China Mobility Solutions, Inc. Private Placement	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(e	S) ULOE
Type of Filing: New Filing Amendment	
	1 100 84 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	TATOM AND THE TOWN AND THE TOWN AND THE TOWN AND THE TOWN
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	05063683
China Mobility Solutions, Inc.	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Suite 900-789 West Pender Street Vancouver, B.C. Canada V6C 1HC	(604) 632-9638
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	,
Brief Description of Business	
Provides mobile marketing solutions throughout the People's Republic of China	
Type of Business Organization	FINONC'S CONTRA
· · · <u>-</u> · · · · · · · · · · · · · · · · · · ·	(please specify):
business trust limited partnership, to be formed	AIR 1 P 200F
Month Year	17 4905
	Estimated THOMAGE
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State	P in angje
CN for Canada; FN for other foreign jurisdiction)	FL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 9

SEC 1972 (6-02)



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	· · · · · · · · · · · · · · · · · · ·	A. BASIC IDE	NTIFICATION DATA		
2. Enter the information req	uested for the follow	/ing:	-		
 Each promoter of the 	ne issuer, if the issue	r has been organized within th	ne past five years;		
		· ·	=		of equity securities of the issuer.
		orporate issuers and of corpor	ate general and managing par	tners of partnership	issuers; and
	anaging partner of p				
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if Du, Xiao-Qing	individual)				
Business or Residence Address Suite 900-789 West Pender Str					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if i Cheung, Ernest	individual)				
Business or Residence Address Suite 900-789 West Pender Str					
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if) Ye, Greg	individual)			***************************************	
Business or Residence Address Suite 900-789 West Pender Str					
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	S (Number and Stre	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	s (Number and Stre	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	s (Number and Stre	et, City, State, Zip Code)			

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

☐ Executive Officer

Director

 \square General and/or

Managing Partner

☐ Beneficial Owner

Check Box(es) that Apply:

Full Name (Last name first, if individual)

Promoter

Business or Residence Address (Number and Street, City, State, Zip Code)

l Sak	B. INFORMATION ABOUT OFFERING							
		Yes	No					
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		\boxtimes					
	Answer also in Appendix, Column 2, if filing under ULOE.							
2.	\$25,000							
3.	Does the offering permit joint ownership of a single unit?		\boxtimes					
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.							
	Name (Last name first, if individual) ce Meyers							
	siness or Residence Address (Number and Street, City, State, Zip Code) Broadway, New York, NY 100006							
	ne of Associated Broker or Dealer yers Associates, L.P.							
Stat	tes in Which Person Listed Has Solicited or Intends to Solicit Purchasers							
	(Cheek "All States" or check individual States)	☐ All	States					
	AND AK AZ AR CNA CNO CNT DE DC NY GA NY IN IA KS KY LA ME MD MYA MI MYN MT NE NV NH NU NM NY NY NY ND CNH OK RI SC SD TN NY UT VT VA WA WV WI	HI MS OR WY	ID MO XA PR					
Full	l Name (Last name first, if individual)							
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)							
Nar	ne of Associated Broker or Dealer							
Stat	tes in Which Person Listed Has Solicited or Intends to Solicit Purchasers							
	(Cheek "All States" or check individual States)	☐ All	States					
	AL AK AZ AR CA CO CT DE DC FL GA IL IN IA KS KY LA ME MD MA MI MN MT NE NV NH NJ NM NY NC ND OH OK RI SC SD TN TX UT VT VA WA WV WI	MS OR WY	MO PA PR					
Full	Name (Last name first, if individual)							
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)							
Nan	ne of Associated Broker or Dealer							
Stat	tes in Which Person Listed Has Solicited or Intends to Solicit Purchasers							
	(Cheek "All States" or check individual States)	☐ All	States					
	AL AK AZ AR CA CO CT DE DC FL GA	HI	ID					
	IL IN IA KS KY LA ME MD MA MI MN MT NE NV NH NJ NM NY NC ND OH OK RI SC SD TN TX UT VT VA WA WV WI	MS OR WY	MO PA PR					

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	ζ			
	Type of Security	Aggregate Offering Pric	e	Amo	ount Already Sold
	Debt	\$		\$	
	Equity			\$	
	□Common □ Preferred				
	Convertible Securities (including warrants)	\$3,000,000		\$	0
	Partnership Interests			\$	
	Other (Specify)				
	Total				0
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	e			aggregate lar Amount
		Investors		of	Purchases
	Accredited Investors		31	\$	2,460,000
	Non-accredited Investors			\$	
	Total (for filings under Rule 504 only)		31	\$	2,460,000
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.	2			
	Type of Offering	Type of Security		Dol	lar Amount Sold
	Rule 505			\$	
	Regulation A			\$	
	Rule 504			\$	
	Total	, <u></u>		\$	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees			\$	
	Printing and Engraving Costs			\$	
	Legal Fees	*******		\$	50,000
	Accounting Fees			\$	
	Engineering Fees			\$	
	Sales Commissions (specify finders' fees separately)		\boxtimes	\$	300,000
	Other Expenses (identify) copy and mailing Blue Sky filing fees			\$	100,000
	Total	*************		\$	450,000

Affiliates Other Salaries and fees \$ \$ \$ Purchase of real estate \$ \$ Purchase, rental or leasing and installation of machinery and equipment \$ \$ Construction or leasing of plant buildings and facilities \$ \$ Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) \$ \$ \$ Repayment of indebtedness \$ \$ \$ Other (specify): Research and Development \$ \$ \$ Marketing and opening new sales support office \$ \$ Column Totals \$ \$ \$ Total Payments Listed (column totals added) \$2,2550,000 **D.FEDERAL'SIGNATURE** The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the fo signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its st information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) China Mobility Solutions, Inc. Affiliates \$ \$ S \$ \$ S \$ S	Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$2,550,000 5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.	
each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above. Payments to Officers, Directors, & Payments to Officers, Directors, & Affiliates Other Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness. Working capital Other (specify): Research and Development Marketing and opening new sales support office D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the for signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its st information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) China Mobility Solutions, Inc. Payments to define adjusted and susted and adjusted and purpose is information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.	each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.	
Salaries and fees	Payments to	
Purchase of real estate	Öfficers, Directors, & Pa	yments to Others
Purchase, rental or leasing and installation of machinery and equipment	Salaries and fees \$	
and equipment	Purchase of real estate	
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) \$\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \		100,000
offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	Construction or leasing of plant buildings and facilities	
Repayment of indebtedness	offering that may be used in exchange for the assets or securities of another	
Working capital		1,500,000
Other (specify): Research and Development Marketing and opening new sales support office Column Totals		
Marketing and opening new sales support office S		600,000
Column Totals		100,000
Column Totals		
Total Payments Listed (column totals added)		250,000
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the fo signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its st information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) China Mobility Solutions, Inc. Date Ang A. Zoos C. Ang A. Zoos C.		
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the fo signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its st information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) China Mobility Solutions, Inc. Date Ang I. Zori C.		
signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its st information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) China Mobility Solutions, Inc. Date Ang A. Zors	D. FEDERAL SIGNATURE	
China Mobility Solutions, Inc. My King g. 2005	signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of i	
Name of Signer (Print or Type) Title of Signer (Print or Type)		/
	Name of Signer (Print or Type) Title of Signer (Print or Type)	
Xiao-Qing Du President	Xiao-Qing Du President	

w.od		E. STATE SIGNATURE					
1.		oresently subject to any of the disqualification		Yes No			
		See Appendix, Column 5, for state response	e.				
2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Fo (17 CFR 239.500) at such times as required by state law.							
3.	The undersigned issuer hereby undertakes offerees.	to furnish to the state administrators, upon	written request, information	furnished by the issuer to			
4.	4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform lin Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of exemption has the burden of establishing that these conditions have been satisfied.						
	er has read this notification and knows the co ed person.	ontents to be true and has duly caused this n	otice to be signed on its beha	If by the undersigned duly			
•	Print or Type) Iobility Solutions, Inc.	Signature May 2	Date Ang	9. 200)			
Name (F Xiao-Qi	Print or Type) ng Du	Title (Print or Type) President					

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

		1		${f A}$	PPENDIX				
1	Intend to non-a investor	to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pur	investor and chased in State C-Item 2)		Disqual under Sta (if yes explan waiver	ification ate ULOE , attach ation of granted) -Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL	··	X	DEBEN/\$25,000	1	\$300,000	N/A			X
AK									
AZ				 <u>-</u>					
AR									
CA	_	X	DEBEN/\$25,000	2	\$200,000	N/A			X
СО		X	DEBEN/\$25,000	1	\$25,000	N/A			X
СТ		X	DEBEN/\$25,000	4	\$800,000	N/A			X
DE									
DC						_		-	
FL		X	DEBEN/\$25,000	7	\$237,500	N/A			X
GA									
HI									
ID									
IL		X	DEBEN/\$25,000	2	\$300,000	N/A			X
IN									!
IA									
KS									
KY									
LA									
ME									
MD									
MA		X	DEBEN/\$25,000	2	\$50,000	N/A			X
MI									
MN		X	DEBEN/\$25,000	1	\$12,500	N/A			X
MS									

r jang keraba				$\mathbb{P}_{A} = \mathbb{P}_{A}$	PPENDIX	ang para spanian ilah bahar				
1	Intend to non-a	I to sell accredited as in State	Type of security and aggregate offering price offered in state	4 Type of investor and amount purchased in State				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted)		
		-Item 1)	(Part C-Item 1)		(Part	(Part E-Item 1)				
٦	ı			Number of Accredited		Number of Non-Accredited				
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
MO				· · · · · · · · · · · · · · · · · · ·						
MT										
NE										
NV										
NH										
NJ		X	DEBEN/\$25,000	1	\$100,000	N/A			X	
NM										
NY		X	DEBEN/\$25,000	6	\$307,500	N/A			X	
NC		X	DEBEN/\$25,000	1	\$75,000	N/A			X	
ND										
ОН		X	DEBEN/\$25,000	1	\$15,000	N/A			X	
OK										
OR										
PA		X	DEBEN/\$25,000	1	\$12,500	N/A			X	
RI										
SC										
SD										
TN										
TX		X	DEBEN/\$25,000	1	\$25,000	N/A	-		X	
UT										
VT										
VA										
WA										
WV										
WI										

				\mathbf{A}	PPENDIX	i i i i i i i i i i i i i i i i i i i			
1		2	3		4				
	to non-a investor	I to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pur	investor and chased in State C-Item 2)		under St (if yes explan waiver	lification ate ULOE s, attach ation of granted) -Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									